

General Moly, Inc
Form 4
April 29, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Loving Gary A

(Last) (First) (Middle)

5070 N. WEATHERFORD RD.

(Street)

FLAGSTAFF, AZ 86001-7889

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
General Moly, Inc [GMO]

3. Date of Earliest Transaction
(Month/Day/Year)
04/28/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	04/28/2015		C		100,000	A	\$ 0.5485 <u>(1)</u>	100,000	I
Common Stock								148,648	D

By Gary
A. Loving
and Lynn
S. Loving
Family
Trust
dated
12/1/1997
(2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
10% senior convertible promissory notes	(1)	04/28/2015		C	100,000	(3) (4)	Common Stock 100,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Loving Gary A 5070 N. WEATHERFORD RD. FLAGSTAFF, AZ 86001-7889	X

Signatures

/s/ Jennifer A. D'Alessandro, as
attorney-in-fact 04/29/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The conversion price is equal to 80% of the greater of (i) the average volume weighted average price ("VWAP") for the 30 business day period ending on the business day prior to the date of notice of conversion, or (ii) the average VWAP for the 30 business day period ending on the original issue date of the notes; provided that in no event will the conversion price be less than \$0.32. The total number of shares of common stock into which the notes are convertible shall not exceed 100 shares of common stock for each \$100 principal amount converted, subject to adjustment for stock splits, dividends and combinations.

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- (2) The reporting person and his wife are the trustees of this trust.
- (3) The notes are convertible at any time at the option of the holder into common stock of the issuer.
- (4) The notes mature on December 26, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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